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William Slattery, CFA
Vice President
Listing Qualifications

Electronic Mail Only

August 3, 2016

Mr. Jeffrey Thomas
Chief, IT Services
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Received SEC

AUG 03 2016

Washington, DC 20549

CERT NAS

File No. 001-37810

Dear Mr. Thomas:

This is to certify that on August 3, 2016 The Nasdaq Stock Market (the "Exchange") received from Ag Eagle Aerial Systems, Inc. (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following securities:

Common Stock, \$0.0001 par value per share

Warrants to Purchase Common Stock

Units, each consisting of one share of Common Stock and a

Warrant to purchase one share of Common Stock

We further certify that the securities described above have been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

William Slattery